

WILMER, CUTLER & PICKERING

1666 K STREET, N.W.

WASHINGTON, D.C. 20006

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May 16, 1979

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10320-A
Filed 1979

MAY 16 1979 - 1 45 PM

*Has the
next letter for
this is - A
arriving to my notes.*

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JOHN H. PICKERING
HUGH R. H. SMITH
J. ROGER WOLLENBERG
CHARLES C. GLOVER, III
MARSHALL HORNBLOWER
HENRY T. RATHBUN
REUBEN CLARK
SAMUEL J. LANAHAN
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WILLIAM R. PERLIK
SAMUEL A. STERN
ARNOLD M. LERMAN
ROBERT P. STRANAHAN, JR.
MAX D. TRUITT, JR.
JOEL ROSENBLUM
HOWARD P. WILLENS
ANDREW T. A. MACDONALD
ROBERT A. HAMMOND, III
ARTHUR Z. GARDINER, JR.
DANIEL K. MAYERS
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DAVID R. ANDERSON
J. RODERICK HELLER, III
ARTHUR F. MATHEWS

JAMES S. CAMPBELL
DENNIS M. FLANNERY
JAMES ROBERTSON
RAYMOND C. CLEVENGER, III
LOUIS R. COHEN
MICHAEL R. KLEIN
STEPHEN A. WEISWASSER
TIMOTHY N. BLACK
DAVID LAKE, JR.
PAUL J. MOSE, JR.
STEPHEN F. BLACK
C. BOYDEN GRAY
RONALD J. GREENE
JAY F. LAPIN
GARY D. WILSON
C. LORING JETTON, JR.
WILLIAM T. LAKE
MICHAEL L. LEE
MICHAEL S. LEE
NEIL J. KING
ROBERT A. LEE
A. DOUGLAS MELAMED
RICHARD W. CASS
WILLIAM J. KOLASKY, JR.

JUDITH BAILEY
DAVID M. BECKER
HELEN I. BENDIX
SHEILA BHARY
ALAN H. BLANKENHEIMER
SUSAN LOW BLOCH
STEWART A. BLOCK
ALAN N. BRAVERMAN
LYNN BREGMAN
DANIEL L. BRENNER
LYNDA L. BUTLER
JAMES E. COLEMAN, JR.
JOHN F. COONEY
MARY CAROLYN COX
JUANITA A. CROWLEY
SETH A. DAVIDSON
MARIE N. DOLAND
PATRICIA D. DOUGLASS
STEPHEN P. DOYLE
CAROL H. FISHMAN
NANCY C. GARRISON
MARK L. GERCHICK
CORNELIUS J. GOLDEN, JR.
EDWARD T. HAND
ALLEN H. HARRISON, JR.
JOHN H. HARWOOD II
BARRY M. HELLER
A. STEPHEN HUT, JR.
DAVID R. JOHNSON
JAMES T. KILBRETH, III
CANDACE S. KOVACIC
GERALD J. LAPORTE

J. STEPHEN LAWRENCE, JR.
HENRY D. LEVINE
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BRUCE MAXIMOV
JOHN B. MCNEECE III
MAURY J. MECHANICK
LOWELL B. MILLER
WILLIAM J. PERLSTEIN
JOAN S. POWERS
PHILLIP L. RADOFF
CLAUDIA RIBET
WILLIAM R. RICHARDSON, JR.
JOHN ROUNSAVILLE, JR.
MICHAEL S. SCHOOLER
GAIL F. SCHULZ
KAREN KOSER SCHWARTZ
ELIZABETH A. SNYDER
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ARTHUR N. WEISBURD
CAROL DRESCHER WEISMAN
ANDREW B. WEISSMAN
BARBARA S. WELLS
ALEXANDER F. WILES
ANN O. WILLIAMS
ROBERT G. WILSON
JUDITH BARRY WISH
ROGER M. WITTEN

EZEKIEL G. STODDARD
WILLIAM C. GIFFORD
COUNSEL

Dear Mr. Homme:

On behalf of North American Car Corporation, I submit for filing and recording under 49 USC § 11303(a) the enclosed executed counterparts of a Supplemental Trust Agreement dated as of May 14, 1979. The Equipment Trust Agreement which this document amends was recorded with the Interstate Commerce Commission under Recordation No. 10320 on April 27, 1979, and the enclosed counterparts should be recorded thereunder as 10320-A.

The parties to this document are

North American Car Corporation
222 South Riverside Plaza
Chicago, Illinois 60606

The Bank of New York
48 Wall Street
New York, New York 10005

The aforesaid Supplemental Trust Agreement adds and deletes cars described in Attachment A to the related Equipment Trust Agreement. The cars added are described in Appendix A and the cars deleted are described in Appendix B to the Supplemental Trust Agreement.

Enclosed is a check for \$10.00 in payment of the filing fee.

No. 9-136 017
Date MAY 16 1979
Fee \$10.00
CC Washington, D.C.

FREE OPERATION BR.
I.C.C.

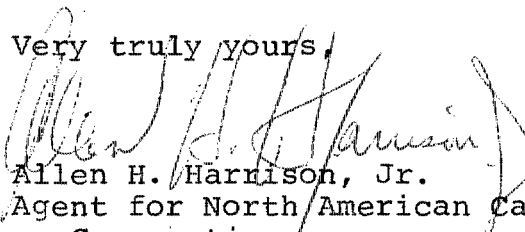
MAY 16 1 42 PM '79

RECEIVED

Concluded E. [Signature]

Once the filing has been made, please return to the bearer the stamped counterparts not required for filing purposes, together with the fee receipt and the letter from the Interstate Commerce Commission acknowledging the filing, and extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Agent for North American Car
Corporation

Mr. M. Gordon Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Encs.

BY HAND

SUPPLEMENTAL TRUST AGREEMENT

Dated as of May 14, 1979

RECORDATION NO. 10320-A Filed 1425

MAY 16 1979 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT ("Supplement") dated as of May 14, 1979, between NORTH AMERICAN CAR CORPORATION (the "Company") and THE BANK OF NEW YORK, as Trustee (the "Trustee").

WHEREAS the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of March 1, 1979 (the "Trust Agreement"), a true copy of which is annexed hereto as Appendix C, providing for the issue of its 10.25% Equipment Trust Certificates, First 1979 Series due April 1, 1999 (the "Trust Certificates"), in the aggregate principal amount of \$30,000,000;

WHEREAS the parties hereto desire to amend Attachment A to the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachment A to the Trust Agreement is hereby amended (1) to add thereto the cars described on Appendix A hereto and (2) to delete therefrom the cars described on Appendix B hereto.

The Trustee accepts the provisions of this Supplement but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachment A as provided herein, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

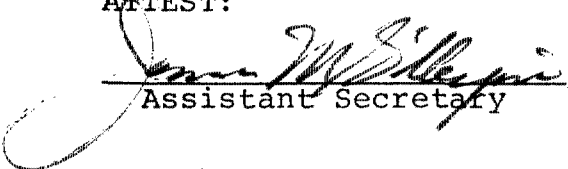
Except for the amendment of Attachment A as provided herein, this Supplement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada.

The provisions of this Supplement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of New York. The Company hereby waives and releases all its rights, benefits and protection given it by Sections 22A, 22B, 22C and 22D of the Bills of Sale Act of the Province of British Columbia, and amendments thereto, and by Sections 14 and 14A of the Conditional Sales Act of the Province of British Columbia, and amendments thereto.


IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

ATTEST:


Assistant Secretary

By


Vice President

THE BANK OF NEW YORK, as Trustee


ATTEST:

Its


Assistant Secretary

By

Its


Assistant Vice President

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

On this 14th day of May, 1979, before me personally appeared R. A. Nodack, to me personally known, who, being by me duly sworn, says that he is a Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on May 14, 1979 signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

Brian M. Waldron

My Commission Expires 4-18-86

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 14th day of May, 1979, before me personally appeared M. C. LARNED, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of THE BANK OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on May 14, 1979, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

Kathryn H. Frey
KATHRYN H. FREY
Notary Public, State of New York
No. 31-1319230
Qualified in New York County
Term Expires March 30, 1981

My Commission Expires

STATE OF ILLINOIS
COUNTY OF COOK

To Wit:

Supplemental

IN THE MATTER OF registration of an ~~Equipment~~ Trust Agreement dated as of the ~~14th~~ day of ~~March~~, 1979 and made from North American Car Corporation to *The Bank of New York*, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

I, *R. A. Noback*, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of North American Car Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage, charge or assignment made by the said North American Car Corporation to The Bank of New York, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument was executed by North American Car Corporation at the City of Chicago, in the State of Illinois, on the ~~14th~~ day of *May*, 1979.

SWORN before me at the
City of Chicago in the
State of Illinois,
the ~~14th~~ day of *May*
1979.

Baron M. Waldek
A Notary Public in and for said County
in the State of Illinois.
My Commission Expires *4-18-80*

Dr. Probiel

STATE OF NEW YORK
COUNTY OF NEW YORK

To Wit:

Supplemental
IN THE MATTER OF registration of an ~~Equipment~~ Trust Agreement dated as of the ~~14th~~ day of ~~March~~, 1979 and made from North American Car Corporation to The Bank of New York, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1979 Series, of North American Car Corporation.

M. C. LARNED

I, _____, of the City of New York in the State of New York, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Assistant Vice President of The Bank of New York, the mortgagee, trustee or grantee named in the annexed instrument made from North American Car Corporation to the said The Bank of New York, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument being the instrument containing the mortgage, charge or assignment was executed in good faith and for the purpose of securing payment of the Equipment Trust Certificates, First 1979 Series, referred to therein and not for the mere purpose of protecting the chattels or book debts therein mentioned against the creditors of the mortgagor or assignor or preventing such creditors from obtaining payment of any claim against the mortgagor or assignor.

SWORN before me at the
City of New York in the
State of New York,
this 4th day of May 1979.

Kathryn H. Frey
A Notary Public in and for said County
in the State of New York.
My Commission Expires

KATHRYN H. FREY
Notary Public, State of New York
No. 31-1319230
Qualified in New York County
Term Expires March 30, 1981

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST - FIRST 1979 SERIES
DESCRIPTION OF EQUIPMENT *Added*

Quantity	A.A.R. Mechanical Designation Code	Initials and Serial Numbers	Description
26	T-104	NATX 17364-17389	Class 111A100W3, 100 ton, 16,500 gallon capacity tank cars
3	L-254	NAHX 59186-59188	Class LO, 100 ton, 5,750 cu. ft. hopper cars
25	L-254	NAHX 59211-59235	Same as above
10	L-254	NAHX 59281-59290	Same as above
26	L-254	NAHX 59325-59350	Same as above
25	T-105	NATX 72575-72599	Class 111A100W3, 100 ton, 20,700 gallon capacity tank cars
4	L-651	NAHX 94077-94080	Class LO, 100 ton, 3,000 cu. ft. hopper cars
100	L-153	WVRC 480650-480749	Class LO, 100 ton, 4,750 cu. ft. hopper cars
25	L-153	ALM 480750-480774	Same as above

APPENDIX B

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST - FIRST 1979 SERIES

DESCRIPTION OF EQUIPMENT ~~DELETED~~

Quantity	A.A.R. Mechanical Designation Code	Initials and Serial Numbers		Description	
		Initials	Serial Numbers		
90	L-254	NAHX	59361-59450	Class LO, 100 ton,	5,750 cu. ft. hopper cars
4	L-651	NAHX	94002-94005	Class LO, 100 ton,	3,000 cu. ft. hopper cars
150	L-153	NAHX	482281-482430	Class LO, 100 ton,	4,750 cu. ft. hopper cars

244

Interstate Commerce Commission

Washington, D.C. 20423

4/27/79

OFFICE OF THE SECRETARY

**Roger A. NoBack
North American Car Corporation
222 South Riverside Plaza
Chicago, Illinois 60606**

Dear

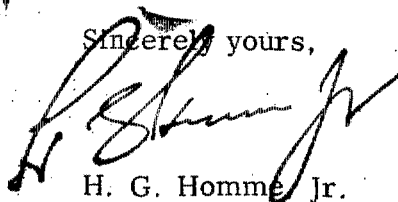
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on **4/27/79** at **9:50**, and assigned recordation number(s).

10320 (1)

Sincerely yours,



**H. G. Homme Jr.
Secretary**

Enclosure(s)

**SE-30
(3/79)**

5/16/79

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

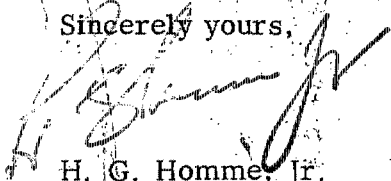
Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
1666 K. Street, N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/16/79 at 1:45pm, and assigned recordation number(s).

10320-A

Sincerely yours,


H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)